



# FAIRFAX COUNTY

DEPARTMENT OF PURCHASING & SUPPLY MANAGEMENT  
12000 Government Center Parkway, Suite 427  
Fairfax, Virginia 22035-0013

[www.co.fairfax.va.us/dpsm](http://www.co.fairfax.va.us/dpsm)

V I R G I N I A

Telephone: (703) 324-3201 Fax: (703) 324-3228 TTY 1-800-828-1140

Date: JAN 09 2003

## AMENDMENT NO. 11

SUBJECT: Computer, Brand Name, Software, Peripherals, Consulting, and related Services.

CONTRACTOR

Insight Public Sector, Inc.  
4433 Brookfield Corp. Drive, Suite A  
Chantilly, Virginia 20151

VENDOR CODE

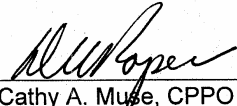
B363949000-01

CONTRACT NO.

RQ00-341360-16A

By mutual agreement contract RQ00-341360-16A is amended to **change** the contractor's name from Comark Government & Education Sales to Insight Public Sector, Inc. (Ref. the attached Consent to change control and merger form.)

All other prices, terms and conditions remain the same

*for*   
Cathy A. Muse, CPPO  
Director/County Purchasing Agent

DISTRIBUTION:

Office of Finance – Accounts Payable  
DPSM-Systems Administration Section  
Control Copy  
DIT, Suite 361 – Woodrow Bellamy  
DIT, Suite 527 – Cathy Cantor  
**US Communities**  
2175 North California Blvd  
Suite 550  
Walnut Creek, CA 94596  
Attn: Steve Hamill

Contractor  
Contract Administrator  
DPSM – Mable McCarthy  
DPSM – Sandy Jones  
**NACo – FSC**  
440 First St., N.W  
Washington D.C. 20001-2080  
Attn: Steve Swendiman

## CONSENT TO CHANGE OF CONTROL AND MERGER

THIS CONSENT TO MERGER ("Consent") is made among COUNTY OF FAIRFAX, VA, ON BEHALF OF U.S. COMMUNITIES GOVERNMENT PURCHASING ALLIANCE ("Customer"), COMARK GOVERNMENT AND EDUCATION SALES, INC. ("ComarkG"); and Insight Public Sector, Inc. ("IPS"), and shall be effective the 1st day of January, 2003 ("Effective Date").

## RECITALS

As of April 7, 2000, Customer and ComarkG entered into an agreement, Contract #RQ00-341360-16A, for the purchase of certain computer equipment and/or services (the "Agreement").

Insight Enterprises, Inc. ("Insight"), a publicly owned Delaware corporation, recently acquired all of the stock of ComarkG.

This Consent is made to acknowledge the recent acquisition of ComarkG by Insight and consent to the merger of ComarkG into IPS, a wholly-owned subsidiary of Insight. IPS will retain the Taxpayer Identification Number of ComarkG which is 36-394-9000.

## COVENANTS

NOW THEREFORE, in consideration of continued goodwill between the parties, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Consent. Customer consents to the acquisition of ComarkG by Insight and the merger of ComarkG into IPS.

2. Notice. Customer shall provide any future notices under the Agreement to:

Original:

Elise Snight  
Insight Public Sector, Inc.  
4433 Brookfield Corporate Drive  
Chantilly, VA 20151

Copy:

Legal  
Insight Enterprises, Inc.  
1305 West Auto Drive  
Tempe, AZ 85254.

3. Waiver. Customer hereby waives, in this one instance and in no other, any provision of the Agreement which prohibits ComarkG from being acquired by Insight or from merging into IPS. Customer does not waive any other provision of the Agreement.

4. Miscellaneous.

4.1 This Consent is to be construed as an addendum to the Agreement described above. In the case of any ambiguity or disagreement between the two documents, the original Agreement shall control.

~~4.2 The prevailing party in any dispute regarding this Consent shall be entitled to receive, in addition to any other remedy or award, reasonable attorneys' fees and costs, determined in the case of litigation by the court and not a jury.~~

4.2 This Consent shall be subject to the governing law of the Agreement, if so stated, and otherwise shall be governed by and construed according to the laws of the State of Arizona, irrespective of its choice of law principles.

**COUNTY OF FAIRFAX, VA ON BEHALF OF U.S.  
COMMUNITIES GOVERNMENT PURCHASING ALLIANCE**

for By: [Signature]  
Name: Cathy A. Muse, CPPC  
Title: County Purchasing Agent  
Date: 01/09/03

**COMARK GOVERNMENT AND EDUCATION SALES, INC.**

By: Marsha Thompson  
Name: Marsha Thompson PP  
Title: Vice President  
Date: October 30, 2002

**INSIGHT PUBLIC SECTOR, INC.**

By: Marsha Thompson  
Name: Marsha Thompson PP  
Title: President  
Date: October 30, 2002